

**IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION**

Everett W. Whisman, et al., : Case No. C-1-02-406
Plaintiffs, : Judge Beckwith
vs. :
Ford Motor Company et al., :
Defendant. :

AFFIDAVIT OF DAVE ADAMS

Now comes Dave Adams, being duly cautioned and sworn, states and deposes as follows:

1. I am currently employed by ZF Batavia LLC ("ZFB") as the President and CEO and have held this position since March 2002. From the time ZF Batavia LLC was formed in 1999 until March 2002, I was the President and Chief Operating Officer of ZFB.
2. As President of ZFB, I attend the Board of Directors meetings and am responsible for coordinating the Board meetings.
3. To the best of my knowledge, the Board of Directors of ZFB has observed all of the corporate formalities required under the law. ZFB is organized as a limited liability corporation ("LLC") under the laws of the State of Delaware and to the best of my knowledge has filed the necessary corporate documents required under Delaware law. ZFB has elected officers and directors, holds regularly scheduled Board meetings, and maintains minutes of its meetings.
4. The members of the LLC are ZF CVT Partner Company, LLC, a wholly-owned affiliate of ZF Friedrichshafen AG ("ZF") and Ford Transmission Holding company, a wholly-owned affiliate of Ford Motor Company ("Ford"). ZF is the majority member of ZF

Transmission Technologies, LLC ("ZFTT"), which wholly owns the LLC and Ford is the minority member of ZFTT. ZFB operates as a separate entity from the members of the LLC's parent entity, ZFTT. ZFB maintains separate bank accounts from Ford, has not commingled any funds with Ford, and has not diverted any LLC funds or property to Ford. 5. I, and my direct reports, are responsible for day-to-day management of ZFB. This day-to-day management includes the implementation of policies and procedures which affect ZFB's salaried workforce. Ford is not involved in the development and implementation of these policies and these policies are not submitted to Ford for approval.

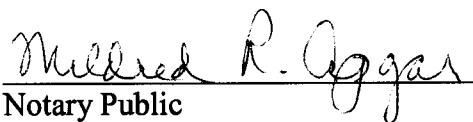
I have read the foregoing statements and swear that the information contained herein is true and accurate based on my personal knowledge, information and belief.



Dave Adams
Dave Adams

NOTARY PUBLIC

Sworn and subscribed before me this 18th day of November, 2003.



Mildred R. Apgar
Notary Public

MILDRED R. APGAR
Notary Public. State of Ohio
My Commission Expires Feb. 20, 2007